



Enclosure 7b.  
August 13, 2015

**Barbara Cottam**  
Chair

August 11, 2015

**Council on Elementary and  
Secondary Education**

**Daniel P. McConaghy**  
Chair

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**Council on Postsecondary  
Education**

**William Foulkes**  
Chair

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Dennis Duffy, Esq.

The Honorable Thomas Izzo

Judy Ouellette

Kerry I. Rafanelli, Esq.

John J. Smith, Jr.

Dr. Jeffery A. Williams

To: Members of the Council of Postsecondary Education

From: Commissioner Jim Purcell, Ed.D.

Re: **Revision of Bylaws**

**Background:**

Rhode Island General Laws made several changes to the Council on Postsecondary Education. The Office of the Postsecondary Commissioner is presenting a revision of the existing Bylaws in response these statutory changes.

The attached redlined copy of the proposed revision of the Bylaws is attached for your consideration and discussion.

This policy was developed by the Office of the Postsecondary Commissioner and reviewed by general counsel.

This is being introduced for discussion at the August 13 Meeting of the Council on Postsecondary Education. Further discussion and a motion to approve will be considered at the next Council Meeting.

It is recommended –

THAT the Council of Postsecondary Education (CPE)  
approve the revised Bylaws.

*Attachment*

**BYLAWS**

**Board of Governors for Higher Education  
Council on Postsecondary Education**  
State of Rhode Island and Providence Plantations

Adopted:	1969 (BR)	07/02/81(BG)	Legal Citation: 16-59-1
Amended:	08/12/76 (BR)	07/30/1981 (BG)	
	06/29/80 (BR)	05/21/1992 (BG)	
		09/30/1993 (BG)	
		02/19/1996 (BG)	
		11/05/1997 (BG)	
		10/19/2000 (BG)	
		06/30/2003 (BG)	
		<u>XX/XX/2015 (XX)</u>	

**ARTICLE I**

**OFFICERS AND DUTIES**

*Section 1.* Officers of the Board ~~Number.~~ The governor shall select from the appointed members of the Council a chairperson on an annual basis. Additionally, such other offices may from time to time, be established with such powers as determined by the Council, and the persons named to such offices shall serve at the pleasure of the Council. All officers shall hold office until their respective successors are elected and qualified. The Commissioner of Postsecondary Education (Commissioner) shall serve as the chief executive officer of the Council, as well as the chief administrative officer of the Office of the Postsecondary Commissioner.

**Commented [E1]:** This language is pursuant to statute 159-6.

~~The officers of the Board shall consist of a Chair, who shall be appointed by the Governor, Vice Chair, Secretary and Treasurer who shall be elected from among members of the Board annually at the first meeting following appointment and confirmation of members to full three (3) year terms. Additionally, such other offices may, from time to time, be established with such powers as determined by the Board, and the persons named to such offices shall serve at the pleasure of the Board. All officers shall hold office until their respective successors are elected and qualified. Should a vacancy arise in any office prior to expiration of a term, the Board shall elect a successor.~~

*Section 2.* Chair. The Chair shall preside at meetings of the Board Council, exercise the powers and perform the duties set forth in these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body, and, unless otherwise ordered, shall appoint all special committees. The Chair shall execute all contracts and documents on behalf of the Board Council unless otherwise ordered by the Board Council.

~~Section 3. — Vice Chair. — In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. In the absence of both the Chair and the Vice Chair, a Chair pro tempore shall be elected from among members of the Board.~~

**Commented [E2]:** A Vice Chair is not mentioned in legislation. The positions of the Vice Chair, Secretary, and Treasurer have not been used in the past year.

~~Section 4. — Secretary. — The records of all business transacted at each meeting shall be kept under the direction and supervision of the Secretary. The Secretary shall also, when so requested, issue notices of meetings of the Board and transmit to each member of the Board, and to each other person as the Board shall direct, copies of the minutes of the meetings of the Board.~~

~~Section 5. — Treasurer. — Financial reports and records and other financial documents issued in the name of the Board shall be kept under the direction and supervision of the Treasurer.~~

## ARTICLE II

### MEETINGS

~~Section 1. — Quorum. — A quorum shall consist of five (5) voting members of the Council, but less than a quorum may adjourn any meeting. A majority vote of those present and voting shall be required for action.~~

**Commented [E3]:** Quorum size is statutory.

~~A majority of the members of the Board shall constitute a quorum: for a thirteen (13) member Board, seven (7) members shall constitute a quorum; for a fifteen (15) member Board, eight (8) members shall constitute a quorum. Less than a quorum may adjourn any meeting. Attendance at meetings of the Board, or at meetings of any committee thereof, may be in person or by telephone conference. A member attending by telephone conference shall be considered present for all purposes.~~

~~Section 2. — Time and Place of Regular Meetings. — Regular meetings shall be held at least twice in each quarter of each calendar year at the call of the Chair at the same time and place within the State of Rhode Island specified in the notice of the meeting.~~

~~Section 3. — Special Meetings. — Special meetings of the Board Council may be called by the Chair, and shall be called by the Chair upon the written request of three (3) members of the Board Council, such meeting to be held within one (1) week after the receipt of such request.~~

~~Section 4. — Notice. — In addition to providing notice of meetings as required by law, written notice of regular meetings and the agenda thereof, or in lieu of an agenda, a written statement of the substance of the business to be transacted shall be sent to each member of the Board Council at least one (1) week forty-eight (48) hours prior to the date of the meeting.~~

**Commented [E4]:** 48 hours is the requirement to post it for the RI Secretary of State.

Notice of special meetings shall specify the date and place where such meeting is to be held within the State of Rhode Island and the substance of the business to be transacted at such meeting, and shall be given by written notice mailed to each member not less than three (3) days prior to such meeting, or by telegram-e-mail sent to each member not less than twenty-

four (24) hours prior to such meeting, or, in lieu of such letter or ~~telegram-mail~~, by personal notice given to and actually received by each member of the ~~Board~~Council, not less than twelve (12) hours prior to such meeting. No special meeting shall be held without such notice, unless waived as hereinafter provided, nor shall any business be transacted at any special meeting except that specified in such notice.- All meetings, including emergency meetings, shall be convened pursuant to the provisions of the Rhode Island Open Meetings Act.

*Section 5.* Waiver of Notice. Any member may waive notice of any regular or special meeting by instrument in writing signed by him/her to or after such meeting, and the presence of a member at a meeting shall in any event constitute a waiver of notice as to that member.

*Section 6.* Agenda for Regular Meetings. The agenda of regular meetings of the ~~Board~~Council shall be as follows:

- Acceptance of the Agenda
- Approval of Minutes of Previous Meeting
- Open Forum (optional)
- Chairs' Reports
- Commissioner's Report
- Presidents' Reports
- Committee Reports/Consent Agenda
- Discussion Items
- Action Items
- Executive Session (should the Council so vote to enter)
- Report of Action Taken in Executive Session (if applicable)
- Next Meetings
  - ~~Approval of Minutes of Previous Meeting~~
  - ~~Report of Action Taken in Executive Session~~
  - ~~Open Forum~~
  - ~~Chair's Report~~
  - ~~Commissioner's Report~~
  - ~~Consent Agenda~~
  - ~~Old Business~~
  - ~~New Business~~
  - ~~BOG Committee Reports~~
  - ~~Staff/Committee Reports~~
  - ~~Presidents' Reports~~
  - ~~Communications~~
  - Next Meeting

**Commented [E5]:** Language similar to the Council on Elementary and Secondary Education's bylaws.

**Commented [E6]:** This is new language to align with the current Agenda structure.

**Section 7. Preparation of Agenda.** The preparation of the agenda for a regular meeting of the **Board/Council** shall be the joint responsibility of the Chair and the Commissioner, provided, however, that there shall be included in the agenda any matter which the **Board/Council** has at a prior meeting voted to include in such agenda, and provided, further, that any item required by any four (4) members of the **Board/Council** in writing delivered to the Commissioner or the Chair not less than seven (7) days prior to the date of a meeting shall be placed upon the agenda of such meeting. Any Council member may introduce a matter to be put on the agenda at the meeting upon the majority vote of the members present, to amend the agenda. Any such matters added to the meeting's agenda shall be for informational purposes only and may not be voted upon except when necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to the appropriate committee or to another body or official. Any Board member may introduce matter to be put on the agenda at the meeting unless two (2) members object.

**Commented [E7]:** New language to align with state law.

**Section 8. Conduct of Meetings.** The affirmative vote of a majority of members present and voting shall be required for the adoption of any resolution. The presiding officer shall have the right, as other members present, to offer resolutions, discuss questions, and to vote. The Chair shall declare all votes. If any member doubts the vote, the Chair shall require a division. A roll call vote shall be taken upon the demand of any member present. On questions of election of officers, a vote by secret ballot shall be taken upon the demand of a majority of the members present.

Any member desiring to speak shall address the Chair, and after his/her right to speak has been recognized, he/she shall confine remarks to the question under debate. Other than a member of the **Board/Council** or staff members no person shall speak at or address a meeting, except in Open Forum unless invited to do so by the Chair. Persons wishing to address the Board are asked to file a request with the Office of Higher Education least twenty-four (24) hours prior to the time of the meeting setting forth the agenda item(s) or other item(s) to be addressed. All those desiring to speak during the Open Forum portion of the meeting shall have been invited by the Chair prior to the meeting or shall sign up prior to the meeting. Except in unusual circumstances, no more than thirty-two (3020) minutes will be set aside on each **Board/Council** agenda for persons, other than members on staff, to address the **Board/Council**; such persons will be asked to limit their remarks to five-two (25) minutes or less. **Board/Council** members are asked to refrain from trying to respond directly to the concerns being raised but instead to ask that staff follow up on the issues raised.

**Commented [E8]:** Adjusted based on current practices.

**Commented [E9]:** Changes made to align with the Council on Elementary and Secondary Education.

~~**Section 9. Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the requisite number of Board members to obtain approval. Notice of such action shall be sent by mail, fax or hand delivery to all Board members.~~

**Commented [E10]:** Updated language to align with state law; action must be taken at an Open Meeting.

**Section 109. Meetings to be Open.** All meetings of the **Board/Council** shall be open to the public, provided that executive session may be held as provided by law.

~~Section 101.~~ Minutes of Meetings. Minutes of open meetings shall be deemed public records. Minutes of executive (closed) sessions shall be confidential if the Council has voted to seal them pursuant to R.I.G.L. §42-46-7. Final action taken in executive session shall be reported by the Chair once the open session reconvenes; provided, however, a vote taken in an executive (closed) session need not be disclosed for a period of time during which its disclosure would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions conducted under that section of the Rhode Island Open Meetings Act that sets forth the purposes for which a meeting may be closed. (R.I.G.L. §42-46-5(a)) Minutes of open meetings shall be deemed public records after approval by the Board. Minutes of executive sessions shall be confidential, but final action taken in executive sessions shall be reported by the Chair either in a return to the regular meeting or no later than the next regular meeting of the Board, and shall be recorded as part of the minutes of such open meeting.

**Commented [E11]:** Updated language at recommendation of legal council.

~~Section 112.~~ Press and Public Relations. The Chair and the Commissioner shall be the chief spokespersons for the Council and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Council action and policy to the Chair. The Board's agenda and supporting documents shall be made available for review by interested persons prior to the meeting at the Board's office or some other location designated by the Board, on condition that no material included therein other than the identity of the topics to be considered at the meeting shall be published or broadcast prior to the meeting. The Chair shall be the chief spokesperson for the Board and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Board action and policy to the Chair.

**Commented [E12]:** Updated language at recommendation of legal council.

### ARTICLE III

#### INDEMNIFICATION

*Section 1.* Each person who at any time is threatened to be or is made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ~~Council~~ Board of Governors) by reason of the fact that he/she is, or was, a member of the ~~Board~~ Council of Governors or an officer, employee, or agent of the ~~Board~~ Council, or is or has served at the request of the ~~Board~~ Council as a director, officer, employee, or agent of another enterprise of any type, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any such action, suit or proceeding, if the ~~Board~~ Council determines he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the ~~Board~~ Council, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. No indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought

shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Board Council of Governors, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

*Section 2. Notice.* This indemnification shall be conditioned on due written notice of any such claims being given to the Board Council which shall be entitled to be presented at all hearings, proceedings and negotiations relative to such claims.

*Section 3. Miscellaneous.* The provisions of this article shall in no way be exclusive of any other rights of indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Board Council and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE IV

##### COMMITTEES

*Section 1.* Committees, standing or special, shall be appointed by the Chair from time to time as deemed necessary to carry on the work of the Board Council. Committees shall act by majority vote and a majority of committee members shall constitute a quorum. The Chair and Vice Chair shall be *ex officio* members of all committees.

#### ARTICLE V

##### SEAL

The Council shall use either the adopted seal of the Rhode Island Board of Education or the seal of the State of Rhode Island and Providence Plantations. Either seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**Commented [E13]:** Language adjusted to reflect current practices.

~~The seal of the Board of Governors shall be in the form of a circle with the words "Rhode Island Board of Governors for Higher Education—1981."~~

~~The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.~~

#### ARTICLE VI

##### PARLIAMENTARY PROCEDURE

Roberts Rules of Order shall govern on all parliamentary matters not covered by the laws of the State of Rhode Island and these bylaws.

**ARTICLE VII**

**AMENDMENT OF BYLAWS**

*Section 1.* These bylaws may be amended, suspended or altered at any time without notice, by unanimous vote of all members of the Board Council.

*Section 2.* These bylaws may also be amended, suspended or altered by vote of a majority of the members taken at any regular or special meeting, provided that written notice of the substance of the proposed change has been mailed to the members of the Board Council at least three (3) weeks prior to such meeting.

*Section 3.* Those parts of these bylaws which are in the nature of rules of order may be suspended by a two-thirds (2/3) vote of those present.